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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation THE THOMAS E. NOONAN FAMILY FOUNDATION		A Employer identification number 20-5508805
Number and street (or P O box number if mail is not delivered to street address) 3500 RIVERLY ROAD		B Telephone number 404-236-4050
City or town, state, and ZIP code ATLANTA, GA 30327		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,568,730.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments		33.	33.		
3 Dividends and interest from securities		14,774.	14,774.		STATEMENT 1 STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-23,886.			
b Gross sales price for all assets on line 6a 297,219.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		-9,079.	14,807.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,025.	2,025.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		102.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		2,574.	2,574.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		4,701.	4,599.		0.
25 Contributions, gifts, grants paid		378,400.			378,400.
26 Total expenses and disbursements. Add lines 24 and 25		383,101.	4,599.		378,400.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-392,180.			
b Net investment income (if negative, enter -0-)			10,208.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Revenue

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			7,199,221.	3,527,650.	3,527,650.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			4,800.	4,698.	4,698.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 6			0.	3,279,493.	3,036,382.
	14 Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)			7,204,021.	6,811,841.	6,568,730.	
Net Assets or Fund Balances	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable						
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds			7,204,021.	6,811,841.		
30 Total net assets or fund balances			7,204,021.	6,811,841.		
31 Total liabilities and net assets/fund balances			7,204,021.	6,811,841.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,204,021.
2 Enter amount from Part I, line 27a	2	-392,180.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,811,841.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,811,841.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GOLDMAN SACHS - 608		VARIOUS	VARIOUS
b	GOLDMAN SACHS - 606		VARIOUS	VARIOUS
c	GOLDMAN SACHS - 607		VARIOUS	VARIOUS
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	120,663.	139,253.	-18,590.	
b	8,035.	7,802.	233.	
c	168,521.	174,050.	-5,529.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-18,590.	
b			233.	
c			-5,529.	
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-23,886.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	391,249.	7,447,755.	.052532
2008	363,661.	7,752,672.	.046908
2007	162,843.	7,790,793.	.020902
2006	80,638.	7,304,565.	.011039
2005	23,000.	7,521,483.	.003058
2	Total of line 1, column (d)		.134439
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		.026888
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		7,018,617.
5	Multiply line 4 by line 3		188,717.
6	Enter 1% of net investment income (1% of Part I, line 27b)		102.
7	Add lines 5 and 6		188,819.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		378,400.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 102.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 102.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 102.
6 Credits/Payments:	
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 4,800.
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 4,800.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 4,698.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 4,698. Refunded <input type="checkbox"/> 0.	11 0.

Part VII-A Statements Regarding Activities			Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?				X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				X
c Did the foundation file Form 1120-POL for this year?				X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.				
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.				
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>				X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>				X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?				X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>				X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?				X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		X		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <u>GA</u>				
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		X		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>				X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>				X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of THOMAS NOONAN Telephone no. N/A
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS E. NOONAN 3500 RIVERLY RD ATANTA, GA 30327	TRUSTEE 1.00	0.	0.	0.
KIMBROUGH P. NOONAN 3500 RIVERLY RD ATANTA, GA 30327	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.
CHRISTOPHER B. NOONAN 3500 RIVERLY RD ATANTA, GA 30327	DISTRIBUTION COMMITTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
	0.

Total. Add lines 1 through 3

Part X. Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,334,739.
b	Average of monthly cash balances	1b	5,790,760.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,125,499.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,125,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,882.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,018,617.
6	Minimum investment return. Enter 5% of line 5	6	350,931.

Part XI. Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	350,931.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	102.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	102.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	350,829.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	350,829.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	350,829.

Part XII. Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	378,400.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	378,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	102.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	378,298.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				350,829.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			368,241.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 378,400.				
a Applied to 2009, but not more than line 2a			368,241.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				10,159.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				340,670.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year CASH CONTRIBUTIONS - SEE ATTACHED SCHEDULE				UNRESTRICTED	378,400.
Total					▶ 3a 378,400.
b Approved for future payment NONE					
Total					▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

The Thomas E. Noonan Family Foundation
 Schedule of Monthly Average FMV
 Year Ending 9/30/11

Date	Year	CASH					Average	
		Bank of North Georgia - 9478	Goldman Sachs - 665	Goldman Sachs - 602	Goldman Sachs - 606	Goldman Sachs - 607		Goldman Sachs - 608
September	10	\$ 100	7,199,120	-	-	-	-	-
October	10	-	7,195,355	-	-	-	-	7,197,288
November	10	-	7,195,404	-	-	-	-	7,195,380
December	10	-	7,194,962	-	-	-	-	7,195,183
January	11	-	6,675,816	-	-	-	-	6,935,389
February	11	-	6,668,340	-	-	-	-	6,672,078
March	11	-	6,665,877	-	-	-	-	6,667,109
April	11	-	5,112,176	-	67,246	9,255	4,678	5,929,616
May	11	-	4,612,158	252	57,902	7,761	3,594	4,937,510
June	11	-	4,612,184	(249,748)	42,222	7,221	3,863	4,548,704
July	11	-	4,362,210	252	36,142	8,919	3,926	4,413,596
August	11	-	3,760,830	252	49,375	10,833	6,432	4,119,586
September	11	-	3,469,448	252	36,165	16,109	5,674	3,677,685
							\$	69,489,123

Average Monthly FMV - Cash \$ 5,790,760

Date	Year	SECURITIES					Average	
		B of NY	Goldman Sachs - 602	Goldman Sachs - 606	Goldman Sachs - 607	Goldman Sachs - 608		
September	10	\$	-	-	-	-	-	-
October	10	-	-	-	-	-	-	-
November	10	-	-	-	-	-	-	-
December	10	-	-	-	-	-	-	-
January	11	500,000	-	-	-	-	-	250,000
February	11	500,000	-	-	-	-	-	500,000
March	11	500,000	-	-	-	-	-	500,000
April	11	500,000	500,000	441,770	246,726	248,287	1,218,392	1,218,392
May	11	500,000	998,664	465,467	250,172	249,250	2,195,168	2,195,168
June	11	500,000	1,243,056	465,235	247,539	244,144	2,576,764	2,576,764
July	11	500,000	1,249,518	455,326	240,621	241,176	2,693,308	2,693,308
August	11	500,000	1,204,591	543,739	488,467	484,924	2,954,181	2,954,181
September	11	500,000	1,136,718	521,231	431,864	446,569	3,129,052	3,129,052
							\$	16,016,863

Average Monthly FMV - Securities \$ 1,334,739

The Thomas E. Noonan Family Foundation - Contributions
For Year Ended 9/30/11

Lovett	4,000	4075 Paces Ferry Rd	Atlanta	GA	30327	9/30/2010	Prior year correction	GS219
UVA Engineering Foundation	500	PO Box 400256	Charlottesville	VA	22904	12/2/2010	eng annual fund	GS224
Camp Twin Lakes	15,000	600 Means Street Suite 100	Atlanta	GA	30318	12/2/2010	Willaway	GS225
The Eli Barana Fund	500	PO Box 400314	Charlottesville	VA	22904	1/10/2011	annual campaign	GS226
Alpha Xi Delta	100	8702 Founders Road	Indianapolis	IN	46268	1/10/2011	Lynn Reid	GS227
Camp Hill Special School	100	1784 Fairview Rd	Glenmore	PA	19343	1/10/2011	Charlote Rodgers	GS228
Atlanta History Center	1,000	130 W Paces Ferry Rd	Atlanta	GA	30305	1/10/2011	Swan Ball donation	GS229
Telus Science Museum	2,500	PO Box 3663	Cartersville	GA	30120	1/10/2011		GS230
McRae United Methodist Church	100	1 College St	McRae	GA	31055	1/31/2011	Mizell	GS231
High Museum of Art	2,500	1280 Peachtree St NE	Atlanta	GA	30309	2/7/2011	wine auction	GS232
Am Parkinson's Disease Ass GA	5,000	PO Box 49416	Atlanta	GA	30359	2/9/2011	Charles Jones	GS233
Children's Healthcare of Atlanta	750	1687 Tullie Circle NE	Atlanta	GA	30329	2/26/2011	Caroline debate	GS234
Atlanta Charity Clays	500	PO Box 52686	Atlanta	GA	30355	2/28/2011	Chapman	GS235
High Museum of Art	40,000	1280 Peachtree St NE	Atlanta	GA	30309	3/26/2011	donation	GS237
Void	0					4/17/2011		GS238
GTAA	13,000	150 Bobby Dodd Way NW	Atlanta	GA	30332	4/17/2011	football donation	GS239
Discovery Place	50	PO Box 130 1635 Spencer Mill Rd	Burns	TN	37029	5/8/2011	Zack Elliot memorial	GS240
Void	0							GS241
GTAA	400	150 Bobby Dodd Way NW	Atlanta	GA	30332	7/24/2011	Basketball donation	GS242
UVA Fund	1,000	PO BOX 400314	Charlottesville	VA	22974	8/9/2011	mens club box	GS243
Lovett	225,000	4075 Paces Ferry Rd	Atlanta	GA	30327	9/9/2011	capital	GS244
IHM Church	21,900	2855 Briarcliff Rd	Atlanta	GA	30329	9/9/2011	capital	GS245
Upper Chattahoochee	10,000	916 Joseph Lowery Blvd	Atlanta	GA	30318	9/9/2011	capital	GS246
Void	0					9/9/2011		GS247
Holy Spirit Catholic Church	15,000	4465 Northside Dr	Atlanta	GA	30327	9/9/2011	offering	GS248
Juvenile Diabetes research Fund	100	8450 High Hampton Chase	Alpharetta	GA	30022	9/11/2011	Abes	GS249
GT Foundation	1,000	190 North Ave NW	Atlanta	GA	30313	9/11/2011	65 roll call	GS250
Upper Chattahoochee	1,000	916 Joseph Lowery Blvd	Atlanta	GA	30318	9/11/2011	dinner sponsor	GS251
CHOA	800	1687 Tullie Circle NE	Atlanta	GA	30329	9/11/2011	ball sponsor	GS252
CHOA	10,000	1687 Tullie Circle NE	Atlanta	GA	30329	9/11/2011	circle	GS253
Alpha Xi Delta	500	8702 Founders Road	Indianapolis	IN	46268	9/11/2011	Gamma Eta	GS254
Void	0							GS255
Arthritis Foundation	1,000	2970 Peachtree Rd NW Suite 200	Atlanta	GA	30305	9/14/2011	donation	GS256
TAG	5,000	75 5th Street St 625	Atlanta	GA	30308	9/19/2011		GS257

374,400



Statement Detail

FOUNDATION - YACKTMAN
Realized Gains and Losses

Period Ended September 30, 2011

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
PEPSICO INC CMN	Apr 25 2011	May 19 2011	10.00	713.94	672.52	0.00	41.42	41.42	ST
COCA-COLA COMPANY (THE) CMN	Apr 25 2011	Sep 02 2011	105.00	7,320.63	7,129.50	0.00	191.13	191.13	ST
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
				8,034.57	7,802.02	0.00	232.55	232.55	
SHORT TERM GAINS				8,034.57	7,802.02	0.00	232.55	232.55	
NET SHORT TERM GAINS (LOSSES)									

Statement Detail

FOUNDATION - DSM
Realized Gains and Losses (Continued)

Period Ended September 30, 2011

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
VARIAN MEDICAL SYSTEMS INC CMN	Aug 08 2011	Aug 11 2011	93.00	4,991.48	5,272.52	0.00	(281.04)	(281.04)	ST
GOOGLE, INC. CMN CLASS A	Apr 25 2011	Aug 16 2011	18.00	9,670.82	9,464.22	0.00	206.60	206.60	ST
NETAPP, INC. CMN	Apr 25 2011	Aug 18 2011	85.00	2,928.50	4,384.79	0.00	(1,456.29)	(1,456.29)	ST
GOOGLE, INC. CMN CLASS A	Apr 25 2011	Aug 19 2011	3.00	1,480.16	1,577.37	0.00	(97.22)	(97.22)	ST
	Aug 08 2011	Aug 19 2011	7.00	3,453.70	3,941.99	0.00	(488.29)	(488.29)	ST
INTUITIVE SURGICAL, INC. CMN	Apr 25 2011	Aug 22 2011	11.00	3,551.87	3,893.34	0.00	(341.47)	(341.47)	ST
WPP PLC ADR CMN	Apr 25 2011	Sep 07 2011	88.00	4,300.78	5,444.56	0.00	(1,143.78)	(1,143.78)	ST
	Aug 08 2011	Sep 07 2011	99.00	4,838.37	4,905.24	0.00	(66.87)	(66.87)	ST
DISCOVERY COMMUNICATIONS, INC. CMN	Apr 25 2011	Sep 12 2011	51.00	1,920.67	2,111.82	0.00	(191.15)	(191.15)	ST
SERIES A									
EXPEDITORS INTL WASH INC CMN	Apr 25 2011	Sep 14 2011	59.00	2,617.22	3,161.34	0.00	(544.12)	(544.12)	ST
INTUITIVE SURGICAL, INC. CMN	Apr 25 2011	Sep 19 2011	5.00	1,927.49	1,769.70	0.00	157.79	157.79	ST
	Apr 25 2011	Sep 22 2011	8.00	2,899.66	2,831.52	0.00	68.14	68.14	ST
INVESCO LTD. CMN	Apr 25 2011	Sep 22 2011	178.00	2,803.74	4,386.31	0.00	(1,582.57)	(1,582.57)	ST
	Apr 25 2011	Sep 23 2011	98.00	1,543.65	2,414.93	0.00	(871.29)	(871.29)	ST
	Aug 08 2011	Sep 23 2011	111.00	1,748.42	2,110.11	0.00	(361.70)	(361.70)	ST
	Aug 08 2011	Sep 26 2011	85.00	1,320.79	1,615.85	0.00	(295.06)	(295.06)	ST
	Aug 08 2011	Sep 27 2011	117.00	1,996.81	2,224.17	0.00	(227.36)	(227.36)	ST
Sale Proceeds				20,815.72	19,770.60	0.00	1,045.12	1,045.12	
SHORT TERM GAINS				99,947.21	119,482.33	0.00	(19,635.12)	(19,635.12)	
SHORT TERM LOSSES				120,662.93	139,252.93	0.00	(18,590.00)	(18,590.00)	
NET SHORT TERM GAINS (LOSSES)									



Statement Detail

FOUNDATION - DSM
Realized Gains and Losses

Period Ended September 30, 2011

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	Apr 25 2011	Apr 26 2011	12.00	980.22	990.00	0.00	(9.78)	(9.78)	ST
	Apr 25 2011	Apr 27 2011	34.00	2,766.50	2,805.00	0.00	(38.50)	(38.50)	ST
PRAXAIR, INC CMN SERIES	Apr 25 2011	Apr 27 2011	14.00	1,470.32	1,492.70	0.00	(22.38)	(22.38)	ST
	Apr 25 2011	Apr 27 2011	4.00	2,145.70	2,179.41	0.00	(33.71)	(33.71)	ST
PRAXAIR, INC CMN SERIES	Apr 25 2011	May 02 2011	13.00	1,371.19	1,386.08	0.00	(14.89)	(14.89)	ST
	Apr 25 2011	May 04 2011	38.00	2,941.85	3,135.00	0.00	(193.15)	(193.15)	ST
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	Apr 25 2011	May 10 2011	19.00	1,480.01	1,567.50	0.00	(87.49)	(87.49)	ST
	Apr 25 2011	May 11 2011	19.00	1,454.77	1,567.50	0.00	(112.73)	(112.73)	ST
PRAXAIR, INC CMN SERIES	Apr 25 2011	May 11 2011	24.00	2,485.50	2,558.91	0.00	(73.41)	(73.41)	ST
	Apr 25 2011	May 19 2011	13.00	1,083.43	1,017.08	0.00	66.35	66.35	ST
C.H. ROBINSON WORLDWIDE INC. CMN	Apr 25 2011	May 19 2011	10.00	807.08	781.82	0.00	25.26	25.26	ST
	Apr 25 2011	Jun 01 2011	21.00	500.14	517.49	0.00	(17.35)	(17.35)	ST
ROVI CORPORATION CMN	Apr 25 2011	Jun 22 2011	35.00	1,949.92	1,730.60	0.00	219.32	219.32	ST
	Apr 25 2011	Jul 05 2011	27.00	2,477.32	2,175.66	0.00	301.66	301.66	ST
JUNIPER NETWORKS, INC. CMN	Apr 25 2011	Jul 29 2011	123.00	2,895.47	4,875.18	0.00	(1,979.71)	(1,979.71)	ST
	Apr 25 2011	Aug 03 2011	86.00	1,985.94	3,408.66	0.00	(1,422.72)	(1,422.72)	ST
ADOBE SYSTEMS INC CMN	Apr 25 2011	Aug 03 2011	16.00	369.48	623.46	0.00	(253.98)	(253.98)	ST
	May 11 2011	Aug 03 2011	22.00	508.03	844.96	0.00	(336.93)	(336.93)	ST
C.H. ROBINSON WORLDWIDE INC. CMN	Apr 25 2011	Aug 10 2011	219.00	5,060.17	7,376.18	0.00	(2,316.01)	(2,316.01)	ST
	May 11 2011	Aug 10 2011	13.00	300.38	457.88	0.00	(157.51)	(157.51)	ST
DMNICO GROUP CMN	Apr 25 2011	Aug 10 2011	16.00	369.69	401.08	0.00	(31.38)	(31.38)	ST
	Apr 25 2011	Aug 10 2011	73.00	4,680.46	5,707.30	0.00	(1,026.84)	(1,026.84)	ST
VARIAN MEDICAL SYSTEMS INC CMN	Apr 25 2011	Aug 10 2011	82.00	5,257.51	5,571.69	0.00	(314.18)	(314.18)	ST
	May 20 2011	Aug 10 2011	125.00	5,007.75	6,073.25	0.00	(1,065.51)	(1,065.51)	ST
ADOBE SYSTEMS INC CMN	Apr 25 2011	Aug 11 2011	247.00	5,774.84	6,191.62	0.00	(416.78)	(416.78)	ST
	Apr 25 2011	Aug 11 2011	123.00	4,891.12	5,076.16	0.00	(185.04)	(185.04)	ST



Statement Detail

FOUNDATION - HERNDON
Realized Gains and Losses

Period Ended September 30, 2011

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ANNALY CAPITAL MANAGEMENT, INC CMN	Apr 25 2011	Apr 26 2011	271.00	4,794.22	4,757.92	0.00	36.30	36.30	ST
FRONTLINE LTD. CMN	Apr 25 2011	May 03 2011	32.00	683.73	700.28	0.00	(16.55)	(16.55)	ST
STRAYER EDUCATION INC CMN	Apr 25 2011	May 03 2011	21.00	2,567.03	2,545.33	0.00	21.70	21.70	ST
UGI CORPORATION (HOLDING CO) CMN	Apr 25 2011	May 03 2011	20.00	652.35	644.09	0.00	8.26	8.26	ST
FRONTLINE LTD. CMN	Apr 25 2011	May 04 2011	74.00	1,550.03	1,619.39	0.00	(69.36)	(69.36)	ST
UGI CORPORATION (HOLDING CO) CMN	Apr 25 2011	May 04 2011	57.00	1,844.19	1,835.67	0.00	8.52	8.52	ST
JOHNSON & JOHNSON CMN	Apr 25 2011	May 16 2011	89.00	5,914.63	5,709.35	0.00	205.28	205.28	ST
AES CORP. CMN	Apr 25 2011	May 23 2011	191.00	2,400.59	2,466.23	0.00	(65.64)	(65.64)	ST
EXELON CORPORATION CMN	Apr 25 2011	May 23 2011	61.00	2,564.92	2,489.82	0.00	75.10	75.10	ST
GARMIN LTD. CMN	Apr 25 2011	May 23 2011	55.00	1,876.88	1,882.74	0.00	(5.86)	(5.86)	ST
AES CORP. CMN	Apr 25 2011	May 24 2011	198.00	2,473.80	2,556.62	0.00	(82.82)	(82.82)	ST
GARMIN LTD. CMN	Apr 25 2011	May 24 2011	57.00	1,907.25	1,951.20	0.00	(43.95)	(43.95)	ST
DIAMOND OFFSHORE DRILLING, INC CMN	Apr 25 2011	Jun 06 2011	32.00	2,237.38	2,466.92	0.00	(229.54)	(229.54)	ST
	May 16 2011	Jun 06 2011	3.00	209.75	211.22	0.00	(1.47)	(1.47)	ST
DIRECTV CMN	May 23 2011	Jun 06 2011	52.00	2,490.86	2,599.57	0.00	(108.71)	(108.71)	ST
ENERGIZER HOLDINGS, INC. CMN	Apr 25 2011	Jun 06 2011	14.00	1,015.94	1,000.00	0.00	15.94	15.94	ST
	Apr 25 2011	Jun 07 2011	11.00	799.31	785.72	0.00	13.59	13.59	ST
CHIMERA INVESTMENT CORPORATION CMN	Apr 25 2011	Jun 08 2011	1,269.00	4,492.42	4,987.17	0.00	(494.75)	(494.75)	ST
	Apr 26 2011	Jun 08 2011	309.00	1,093.90	1,229.45	0.00	(135.55)	(135.55)	ST
	Jun 06 2011	Jun 08 2011	230.00	814.23	859.99	0.00	(45.76)	(45.76)	ST
ENERGIZER HOLDINGS, INC. CMN	Apr 25 2011	Jun 08 2011	14.00	997.45	1,000.00	0.00	(2.55)	(2.55)	ST
	Apr 25 2011	Jun 09 2011	15.00	1,060.56	1,071.43	0.00	(10.87)	(10.87)	ST
	Apr 25 2011	Jun 10 2011	14.00	979.05	1,000.00	0.00	(20.95)	(20.95)	ST
CORNING INCORPORATED CMN	Apr 25 2011	Jun 13 2011	132.00	2,412.57	2,707.32	0.00	(294.75)	(294.75)	ST
ELI LILLY & CO CMN	Apr 25 2011	Jun 13 2011	38.00	1,414.39	1,376.36	0.00	38.03	38.03	ST
	May 23 2011	Jun 13 2011	29.00	1,079.41	1,113.19	0.00	(33.79)	(33.79)	ST
OWENS-ILLINOIS INC CMN	Apr 25 2011	Jun 13 2011	41.00	1,197.60	1,224.43	0.00	(26.83)	(26.83)	ST
STRAYER EDUCATION INC CMN	Apr 25 2011	Jun 13 2011	10.00	1,301.02	1,212.06	0.00	88.96	88.96	ST
OWENS-ILLINOIS INC CMN	Apr 25 2011	Jun 14 2011	40.00	1,181.46	1,194.57	0.00	(13.11)	(13.11)	ST
STRAYER EDUCATION INC CMN	Apr 25 2011	Jun 14 2011	3.00	377.38	363.62	0.00	13.77	13.77	ST

FOUNDATION - HERNDON
Realized Gains and Losses (Continued)

Period Ended September 30, 2011

Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
May 23 2011	Jun 14 2011	6.00	754.77	693.63	0.00	61.14	61.14	ST
May 24 2011	Jun 15 2011	8.00	1,001.78	950.72	0.00	51.06	51.06	ST
May 25 2011	Jun 15 2011	1.00	125.22	119.97	0.00	5.25	5.25	ST
May 25 2011	Jun 16 2011	8.00	979.19	959.78	0.00	19.41	19.41	ST
May 16 2011	Jul 01 2011	0.00	0.00	0.00	0.00	0.00	0.00	ST
Apr 25 2011	Jul 05 2011	70.00	1,940.96	1,998.44	0.00	(57.48)	(57.48)	ST
Apr 25 2011	Jul 05 2011	99.00	2,637.39	3,066.98	0.00	(429.49)	(429.49)	ST
Apr 25 2011	Jul 05 2011	64.00	2,537.07	2,074.17	0.00	462.91	462.91	ST
Jun 06 2011	Jul 05 2011	38.00	2,532.40	2,516.71	0.00	15.69	15.69	ST
Apr 25 2011	Jul 06 2011	69.00	1,899.84	1,969.89	0.00	(70.05)	(70.05)	ST
Apr 25 2011	Jul 06 2011	16.00	425.12	495.66	0.00	(70.54)	(70.54)	ST
May 03 2011	Jul 06 2011	30.00	797.10	933.76	0.00	(136.66)	(136.66)	ST
May 04 2011	Jul 06 2011	54.00	1,434.78	1,660.87	0.00	(226.10)	(226.10)	ST
Apr 25 2011	Jul 06 2011	64.00	2,511.31	2,074.17	0.00	437.15	437.15	ST
Jun 13 2011	Jul 06 2011	38.00	2,529.88	2,472.73	0.00	57.15	57.15	ST
Jun 13 2011	Jul 14 2011	81.00	2,405.60	2,341.84	0.00	63.76	63.76	ST
Apr 25 2011	Jul 14 2011	48.00	1,352.86	1,365.12	0.00	(12.26)	(12.26)	ST
May 16 2011	Jul 14 2011	33.00	2,252.14	2,323.45	0.00	(71.31)	(71.31)	ST
Apr 25 2011	Jul 14 2011	69.00	4,706.95	3,803.88	0.00	903.07	903.07	ST
Apr 25 2011	Jul 15 2011	40.00	1,126.15	1,137.60	0.00	(11.46)	(11.46)	ST
May 03 2011	Jul 15 2011	4.00	112.62	114.10	0.00	(1.48)	(1.48)	ST
Apr 25 2011	Jul 15 2011	65.00	4,428.46	3,583.37	0.00	845.09	845.09	ST
Apr 25 2011	Jul 27 2011	28.00	724.85	836.20	0.00	(111.35)	(111.35)	ST
May 03 2011	Jul 27 2011	19.00	491.86	592.25	0.00	(100.39)	(100.39)	ST
May 03 2011	Jul 28 2011	48.00	1,153.51	1,496.22	0.00	(342.71)	(342.71)	ST
Jun 13 2011	Aug 09 2011	6.00	146.38	173.47	0.00	(27.09)	(27.09)	ST
Jul 05 2011	Aug 09 2011	41.00	1,000.28	1,323.84	0.00	(323.56)	(323.56)	ST
Jul 06 2011	Aug 09 2011	40.00	975.88	1,281.87	0.00	(305.99)	(305.99)	ST
Aug 08 2011	Aug 09 2011	96.00	2,342.12	2,348.16	0.00	(6.04)	(6.04)	ST
May 03 2011	Aug 09 2011	88.00	2,174.57	2,510.14	0.00	(335.57)	(335.57)	ST

FOUNDATION - HERNDON
Realized Gains and Losses (Continued)

Period Ended September 30, 2011

Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
Aug 08 2011	Aug 09 2011	6.00	148.27	153.66	0.00	(5.39)	(5.39)	ST
Apr 25 2011	Aug 09 2011	48.00	3,916.39	3,842.53	0.00	73.86	73.86	ST
Aug 08 2011	Aug 09 2011	6.00	489.55	504.59	0.00	(15.04)	(15.04)	ST
Jul 14 2011	Aug 09 2011	71.00	2,165.07	2,583.41	0.00	(418.34)	(418.34)	ST
Aug 08 2011	Aug 09 2011	81.00	2,470.00	2,510.19	0.00	(40.19)	(40.19)	ST
Jun 13 2011	Aug 09 2011	33.00	2,288.15	2,524.34	0.00	(236.19)	(236.19)	ST
Aug 08 2011	Aug 09 2011	33.00	2,288.15	2,387.22	0.00	(99.07)	(99.07)	ST
Jul 14 2011	Aug 09 2011	54.00	941.35	1,287.37	0.00	(346.02)	(346.02)	ST
Jul 15 2011	Aug 09 2011	27.00	470.67	644.69	0.00	(174.01)	(174.01)	ST
Aug 08 2011	Aug 10 2011	90.00	2,244.24	2,304.90	0.00	(60.66)	(60.66)	ST
Jul 15 2011	Aug 10 2011	27.00	452.44	644.69	0.00	(192.25)	(192.25)	ST
Aug 08 2011	Aug 10 2011	121.00	2,027.59	2,076.36	0.00	(48.77)	(48.77)	ST
Jul 14 2011	Aug 22 2011	14.00	987.34	1,332.80	0.00	(345.46)	(345.46)	ST
Jul 15 2011	Aug 22 2011	14.00	987.34	1,341.76	0.00	(354.42)	(354.42)	ST
Aug 08 2011	Aug 22 2011	31.00	2,186.25	2,375.22	0.00	(188.97)	(188.97)	ST
Aug 09 2011	Aug 22 2011	11.00	775.77	834.07	0.00	(58.30)	(58.30)	ST
Apr 25 2011	Aug 29 2011	91.00	4,418.86	4,303.22	0.00	115.64	115.64	ST
Apr 25 2011	Sep 06 2011	66.00	2,588.23	2,877.93	0.00	(288.70)	(288.70)	ST
Apr 25 2011	Sep 07 2011	66.00	2,708.61	2,877.93	0.00	(169.32)	(169.32)	ST
Aug 08 2011	Sep 07 2011	11.00	451.43	416.56	0.00	34.88	34.88	ST
Aug 08 2011	Sep 08 2011	75.00	3,095.33	2,840.16	0.00	255.17	255.17	ST
Aug 08 2011	Sep 09 2011	59.00	2,364.50	2,234.26	0.00	130.24	130.24	ST
Apr 25 2011	Sep 19 2011	31.00	1,505.88	1,465.93	0.00	39.95	39.95	ST
Apr 26 2011	Sep 19 2011	14.00	680.07	668.40	0.00	21.67	21.67	ST
Jun 06 2011	Sep 19 2011	17.00	825.80	832.20	0.00	(6.40)	(6.40)	ST
Jun 08 2011	Sep 19 2011	22.00	1,068.69	1,063.70	0.00	4.99	4.99	ST
Jul 07 2011	Sep 19 2011	7.00	340.04	375.47	0.00	(35.43)	(35.43)	ST
Aug 08 2011	Sep 19 2011	192.00	9,326.73	8,842.79	0.00	483.94	483.94	ST
Aug 10 2011	Sep 19 2011	29.00	1,408.73	1,266.81	0.00	141.92	141.92	ST
Apr 25 2011	Sep 19 2011	92.00	1,234.35	1,896.92	0.00	(662.57)	(662.57)	ST
Jul 05 2011	Sep 19 2011	71.00	952.60	1,302.65	0.00	(350.06)	(350.06)	ST
Jul 06 2011	Sep 19 2011	69.00	925.76	1,260.56	0.00	(334.80)	(334.80)	ST
Aug 08 2011	Sep 19 2011	131.00	1,757.61	1,816.59	0.00	(58.99)	(58.99)	ST
Jul 14 2011	Sep 26 2011	49.00	2,477.56	2,606.51	0.00	(128.95)	(128.95)	ST



Statement Detail

FOUNDATION - HERNDON
Realized Gains and Losses (Continued)

Period Ended September 30, 2011

Date Acquired or Sold/Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
Aug 08 2011	Sep 26 2011	38.00	1,921.37	1,861.24	0.00	60.13	60.13	ST
Apr 25 2011	Sep 26 2011	4.00	91.90	164.85	0.00	(72.95)	(72.95)	ST
Apr 25 2011	Sep 27 2011	15.00	368.12	618.19	0.00	(250.07)	(250.07)	ST
Apr 25 2011	Sep 28 2011	31.00	711.36	1,277.60	0.00	(566.24)	(566.24)	ST
Apr 25 2011	Sep 29 2011	17.00	379.76	700.62	0.00	(320.86)	(320.86)	ST
Apr 25 2011	Sep 30 2011	9.00	192.83	370.92	0.00	(178.09)	(178.09)	ST
LAZARD LTD CMIN CLASS A								
SHORT TERM GAINS			Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
			77,916.00	73,106.50	0.00	4,809.50	4,809.50	
SHORT TERM LOSSES			90,605.00	100,943.84	0.00	(10,338.84)	(10,338.84)	
NET SHORT TERM GAINS (LOSSES)			168,521.00	174,050.34	0.00	(5,529.34)	(5,529.34)	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS - 602	1.
GOLDMAN SACHS - 606	2.
GOLDMAN SACHS - 607	1.
GOLDMAN SACHS - 608	1.
GOLDMAN SACHS - 665	28.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS - 602	5,977.	0.	5,977.
GOLDMAN SACHS - 606	4,483.	0.	4,483.
GOLDMAN SACHS - 607	2,699.	0.	2,699.
GOLDMAN SACHS - 608	890.	0.	890.
GOLDMAN SACHS - 665	725.	0.	725.
TOTAL TO FM 990-PF, PART I, LN 4	14,774.	0.	14,774.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TO FORM 990-PF, PG 1, LN 16B	2,025.	2,025.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRS	102.	0.		0.
TO FORM 990-PF, PG 1, LN 18	102.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	100.	100.		0.
MANAGEMENT FEES	2,474.	2,474.		0.
TO FORM 990-PF, PG 1, LN 23	2,574.	2,574.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	3,279,493.	3,036,382.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,279,493.	3,036,382.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization THE THOMAS E. NOONAN FAMILY FOUNDATION	Employer identification number 20-5508805
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 3500 RIVERLY ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ATLANTA, GA 30327	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THOMAS NOONAN
 • The books are in the care of ▶ **3500 RIVERLY RD - ATLANTA, GA 30327**
 Telephone No. ▶ **N/A** FAX No. ▶ **N/A**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	102.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,800.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.